

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York, 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
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Debtors. : (Jointly Administered)
:
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JOINT STIPULATION AND AGREED ORDER COMPROMISING AND ALLOWING PROOFS
OF CLAIM NUMBERS 1003, 1213, 1246, 1408, 2438, 2439, 2441, 2442, 2443, 2588, 2590, 2640,
2641, 2642, 2643, 2644, 2645, 2647, 2687, 2688, 2691, 2693, 2695, 2696, 2701, 2733, 2735, 2736,
2738, 2739, 2740, 2741, 2742, 2743, 4211, 11615, 14669, 14670, 14681, 14682, 14687, 14692,
15978, 15983, 15984, AND 16716 ASSERTED BY SIERRA LIQUIDITY FUND, LLC

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Sierra Liquidity Fund, LLC ("Sierra Liquidity Fund") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proofs Of Claim Numbers 1003, 1213, 1246, 1408, 2438, 2439, 2441, 2442, 2443, 2588, 2590, 2640, 2641, 2642, 2643, 2644, 2645, 2647, 2687, 2688, 2691, 2693, 2695, 2696, 2701, 2733, 2735, 2736, 2738, 2739, 2740, 2741, 2742, 2743, 4211, 11615, 14669, 14670, 14681, 14682, 14687, 14692, 15978, 15983, 15984, and 16716 Asserted by Sierra Liquidity Fund, LLC (the "Joint Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on the dates listed in column B on Exhibit A (titled "Date Filed"), attached hereto, the proofs of claim (the "Proofs of Claim") listed in column A on Exhibit A (titled "Proof of Claim Number") were filed by the parties (collectively, the "Assignors") listed in column C on Exhibit A (titled "Assignor") against the Debtor entities listed in column G on Exhibit A (titled "Debtor Named on Proof of Claim") asserting claims (collectively, the "Claims") in the amounts and classifications listed in columns E and H, respectively, on Exhibit A (titled "Asserted Amount" and "Asserted Class," respectively).

WHEREAS, each of the Claimants, other than Sierra Liquidity Fund (collectively, the "Assignors"), assigned their interests in the Claims to Sierra Liquidity Fund pursuant to a Notice of Transfer.

WHEREAS, as listed on Exhibit A, the Debtors objected to the Proofs of Claim pursuant to the Debtors' omnibus claims objections (collectively, the "Omnibus Claims

Objections") identified in column I on Exhibit A (titled "Omnibus Claims Objection").

WHEREAS, with respect to each such Omnibus Claims Objection to a Claim, Sierra Liquidity Fund and/or the Assignor, as the case may be, filed a response (collectively, the "Responses") to the Omnibus Claims Objection.

WHEREAS, on January 16, 2008, to resolve the relevant Omnibus Claims Objections with respect to the Claims, the Debtors and Sierra Liquidity Fund entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, the Debtors acknowledge and agree that the Claims listed in column A on Exhibit A (titled "Proof of Claim Number") shall be allowed against those Debtor entities and in the amounts and classifications set forth in columns I, J, and K, respectively, on Exhibit A (titled "Debtor," "Classification," and "Allowed Amount," respectively).

WHEREAS, the Debtors are authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Sierra Liquidity Fund stipulate and agree as follows:

1. The Claims listed in column A on Exhibit A attached hereto (titled "Proof of Claim Number") shall be allowed in the amount and classification set forth in columns I and K on Exhibit A (titled "Classification" and "Allowed Amount," respectively) against the estate of

those Debtor entities identified in column I on Exhibit A (titled "Debtor").

2. The Responses to the Omnibus Claims Objections are hereby deemed withdrawn with prejudice.

So Ordered in New York, New York, this 14th day of February, 2008

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606-1285
(312) 407-0700

/s/ James S. Riley

James S. Riley
President
Sierra Liquidity Fund, LLC
2699 White Road, Ste. 255
Irvine, California 92614

Sierra Liquidity Fund, LLC

- and -

Kayalyn A. Marafioti
Thomas J. Matz
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession